

LYNEH, J

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARISTA RECORDS LLC; ATLANTIC RECORDING CORPORATION; BMG MUSIC; CAPITOL RECORDS, INC.; ELEKTRA ENTERTAINMENT GROUP INC.; INTERSCOPE RECORDS; LAFACE RECORDS LLC; MOTOWN RECORD COMPANY, L.P.; PRIORITY RECORDS LLC; SONY BMG MUSIC ENTERTAINMENT; UMG RECORDINGS, INC.; VIRGIN RECORDS AMERICA, INC.; and WARNER BROS. RECORDS INC.,

Plaintiffs/Counterclaim Defendants,

v.

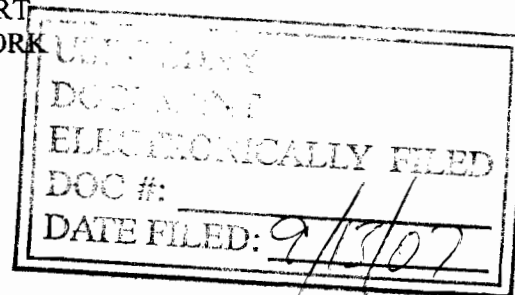
LIME GROUP LLC; MARK GORTON; GREG BILDSON; and M.J.G. LIME WIRE FAMILY LIMITED PARTNERSHIP,

Defendants,

and

LIME WIRE LLC,

Defendant/Counterclaim Plaintiff.



ECF CASE

STIPULATION AND ORDER

06 Civ. 05936 (GEL)

WHEREAS, this Court signed a Stipulation and Order setting September 5, 2007 as the deadline for Plaintiffs/Counterclaim Defendants to respond to any motion by any of the Defendants or the Defendant/Counterclaim Plaintiff in response to Plaintiffs/Counterclaim Defendants' First Amended Complaint and also requiring that any reply papers be filed within 10 days of the service of opposing papers;

WHEREAS, on August 16, 2007, Defendants Lime Group LLC, Mark Gorton and Greg Bildson and the Defendant/Counterclaim Plaintiff Lime Wire LLC filed their First Amended Answer to Plaintiffs' First Amended Complaint, which included

Lime Wire's Restated First Amended Counterclaims, and Defendant M.J.G. Lime Wire Family Limited Partnership filed its Motion to Dismiss the Claim Against It in Plaintiffs' First Amended Complaint and supporting memorandum of law;

WHEREAS, the parties have a disagreement as to whether Defendant M.J.G. Lime Wire Family Limited Partnership has been named as a party-defendant to Count VI of the Plaintiffs' First Amended Complaint;

IT IS HEREBY STIPULATED AND AGREED by and among the undersigned counsel for all parties that Plaintiffs/Counterclaim Defendants voluntarily withdraw Count VII of the First Amended Complaint with prejudice pursuant to Fed. R. Civ. P. 41(a)(1);

IT IS FURTHER STIPULATED AND AGREED by and between the undersigned counsel for the parties hereto that Defendant M.J.G. Lime Wire Family Limited Partnership is a party to Count VI of the Plaintiffs' First Amended Complaint; that Defendant M.J.G. Lime Wire Family Limited Partnership waives any argument that it is not a named party-defendant to that claim; and that Defendant M.J.G. Lime Wire Family Limited Partnership preserves all other objections to Count VI of Plaintiffs' First Amended Complaint;

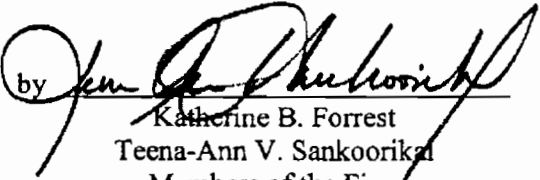
IT IS ALSO STIPULATED AND AGREED that the time for Defendant M.J.G. Lime Wire Family Limited Partnership to move against or answer the remaining allegations in the First Amended Complaint against it – in particular Count VI – is extended to September 28, 2007. The time for Plaintiffs/Counterclaim Defendants to respond to any such motion by Defendant M.J.G. Lime Wire Family Limited Partnership

is extended to October 18, 2007. The deadline for Defendant M.J.G. Lime Wire Family Limited Partnership to serve reply papers, if any, is November 1, 2007;

This is the third time the parties have requested a modification to the briefing schedule that followed the filing of the First Amended Complaint. The parties' second request for a modification to the briefing schedule is currently pending before this Court.

September 10, 2007

CRAVATH, SWAINE & MOORE LLP

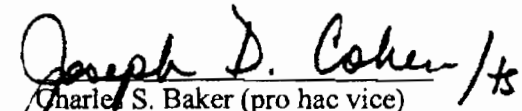
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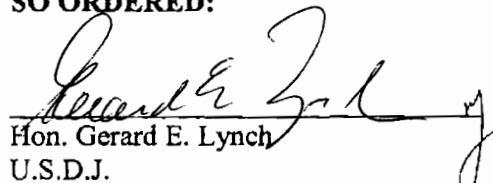
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SO ORDERED:


Hon. Gerard E. Lynch
U.S.D.J.

9/12/07